

**IN THE UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

GEORGIA-PACIFIC CONSUMER )  
PRODUCTS LP, )  
FORT JAMES CORPORATION, and )  
GEORGIA-PACIFIC LLC, )

Plaintiffs, )

v. )

NCR CORPORATION, )  
INTERNATIONAL PAPER CO., )  
and WEYERHAEUSER CO., )

Defendants. )

No: 1:11-cv-00483

Judge Robert J. Jonker

**DECLARATION OF REBECCA RETTIG IN SUPPORT OF  
THE JOINT MOTION FOR SUMMARY JUDGMENT OF DEFENDANTS  
NCR CORPORATION AND INTERNATIONAL PAPER COMPANY**

I, REBECCA RETTIG, declare as follows:

1. I am associated with the law firm of Cravath, Swaine & Moore LLP, counsel for Defendant NCR Corporation (“NCR”) in the above-captioned action. I am admitted to practice in the Western District of Michigan.

2. I submit this declaration in support of the Joint Motion for Summary Judgment of Defendants NCR Corporation and International Paper Company (collectively, the “Moving Defendants”).

3. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from the Second Five-Year Review Report for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, dated October 18, 2012, Bates stamped WY660824-1122. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 1.

4. Attached hereto as Exhibit 2 is a true and correct copy of the decision in *Kalamazoo River Study Grp. v. Rockwell Int'l Corp.*, 355 F.3d 574 (6th Cir. 2004).

5. Attached hereto as Exhibit 3 is a true and correct copy of the Administrative Order by Consent, dated December 28, 1990, Bates stamped KB10003377-91.

6. Attached hereto as Exhibit 4 is a true and correct copy of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site Remedial Investigation/Feasibility Study, Remedial Investigation Report, King Highway Landfill Operable Unit, dated July 1994, Bates stamped KB60500001-66.

7. Attached hereto as Exhibit 5 is a true and correct copy of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site Remedial Investigation/Feasibility Study, Focused Feasibility Study, King Highway Landfill Operable Unit, dated September 1994, Bates stamped KB50002081-2145.01.

8. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site RI/FS, Remedial Investigation Report – Phase I, dated October 2000, Bates stamped WY803179-940. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 6.

9. Attached hereto as Exhibit 7 is a true and correct copy of excerpts from the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site RI/FS, Supplement to the Kalamazoo River RI/FS – Phase I, dated October 2000, Bates stamped WY803941-5495. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 7.

10. Attached hereto as Exhibit 8 is a true and correct copy of excerpts from the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site RI/FS, Feasibility Study Report –

Phase I, dated October 2000, Bates stamped NCRKZOO0168608-9014. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 8.

11. Attached hereto as Exhibit 9 is a true and correct copy of a letter from Brian von Gunten to Shari Kolak, dated July 11, 2002, Bates stamped WYDQ004244-45.

12. Attached hereto as Exhibit 10 is a true and correct copy of the Administrative Order by Consent for Termination of Final Order No. DFO-ERD-91-001, dated September 28, 2007, Bates stamped KZ00150623-31.

13. Attached hereto as Exhibit 11 is a true and correct copy of an excerpt of the Updated Report of Robert M. Zoch Jr., PE, dated March 6, 2015, submitted on behalf of Plaintiffs. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 11.

14. Attached hereto as Exhibit 12 is a true and correct copy of the complaint filed by the Kalamazoo River Study Group on December 1, 1995, in *Kalamazoo River Study Grp. v. Rockwell Int'l*, No. 1:95-cv-838 (W.D. Mich. 1995) (the “KRSB Litigation”), Bates stamped KZ-KRSG-00213351-418.

15. Attached hereto as Exhibit 13 is a true and correct copy of the decision in *Kalamazoo River Study Grp. v. Rockwell Int'l*, 991 F. Supp. 890 (W.D. Mich. 1998).

16. Attached hereto as Exhibit 14 is a true and correct copy of the Amended Answer of Rockwell International Corporation, Affirmative Defenses and Counterclaim, filed in the KRSB Litigation on September 26, 1996, Bates stamped KZ-KRSG-00215214-27.

17. Attached hereto as Exhibit 15 is a true and correct copy of the Amended Answer of Eaton Corporation with Affirmative Defenses and Counterclaim, filed in the KRSB Litigation on September 26, 1996, Bates stamped KZ-KRSG-00215195-213.

18. Attached hereto as Exhibit 16 is a true and correct copy of the Answer, Affirmative Defenses, and Counterclaims of Menasha Corporation, filed in the KRSG Litigation on February 9, 1996, Bates stamped KZ-KRSG-00213510-36.

19. Attached hereto as Exhibit 17 is a true and correct copy of the Order and Partial Judgment and Opinion in the KRSG Litigation, dated December 7, 1998, Bates stamped KZ-KRSG-00229840-82.

20. Attached hereto as Exhibit 18 is a true and correct copy of the decision in *Kalamazoo River Study Grp. v. Rockwell Int'l*, 107 F. Supp. 2d 817 (W.D. Mich. 2000).

21. Attached hereto as Exhibit 19 is a true and correct copy of the decision in *Kalamazoo River Study Grp. v. Eaton Corp.*, 258 F. Supp. 2d 736 (W.D. Mich. 2002).

22. Attached hereto as Exhibit 20 is a true and correct copy of the Order filed in the KRSG Litigation on January 17, 2001, Bates stamped KZ-KRSG-00232141-44.

23. Attached hereto as Exhibit 21 is a true and correct copy of the EPA Superfund Record of Decision, dated February 10, 1998, Bates stamped KZ00423218-58.

24. Attached hereto as Exhibit 22 is a true and correct copy of the Administrative Order by Consent for Response Activity, dated February 9, 2000, Bates stamped NCRKZOO0193724-857.

25. Attached hereto as Exhibit 23 is a true and correct copy of the King Highway Landfill Operable Unit 3 and Five Former Georgia-Pacific Mill Lagoons, Final Report for Completion of Construction, Volume 1 of 9, dated May 2004, Bates stamped KZ00276864-951.

26. Attached hereto as Exhibit 24 is a true and correct copy of the Certificate of Completion of Construction for King Highway Landfill Operable Unit 3, dated June 26, 2013, Bates stamped WY534019-21.

27. Attached hereto as Exhibit 25 is a true and correct copy of the Administrative Settlement Agreement and Order on Consent for a Removal Action, dated November 20, 2006, Bates stamped KZ00150632-741.

28. Attached hereto as Exhibit 26 is a true and correct copy of excerpts from the Time Critical Removal Action Final Report for the Refuse Area at the Georgia-Pacific Corporation Kalamazoo Mill Property and the Oxbow Area at the Former Hawthorne Mill Property, dated April 2008, Bates stamped KZ00348620-914. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 26.

29. Attached hereto as Exhibit 27 is a true and correct copy of a letter from Sam Chummar to L. Chase Fortenberry, dated April 16, 2008, Bates stamped KZ00348915.

30. Attached hereto as Exhibit 28 is a true and correct copy of a letter from Richard C. Karl to L. Chase Fortenberry, dated June 30, 2009, Bates stamped KZ00245538-39.

31. Attached hereto as Exhibit 29 is a true and correct copy of the Administrative Settlement Agreement and Order on Consent for Remedial Investigation/Feasibility Study, dated February 21, 2007, Bates stamped WY794345-418.

32. Attached hereto as Exhibit 30 is a true and correct copy of the Administrative Settlement Agreement and Order on Consent for Removal Action, dated February 21, 2007, Bates stamped WY794177-252.

33. Attached hereto as Exhibit 31 is a true and correct copy of an Enforcement Action Memorandum, dated February 14, 2007, Bates stamped WY847799-819.

34. Attached hereto as Exhibit 32 is a true and correct copy of excerpts from the Allied Paper Inc./Portage Creek/Kalamazoo River Superfund Site, Former Plainwell Impoundment Time-Critical Removal Action Final Construction Completion Report, dated

March 2010, Bates stamped NCRKZOO0096528-781. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 32.

35. Attached hereto as Exhibit 33 is a true and correct copy of the Notice of Completion of Work pursuant to Section XXVIII of Order No. V-W-07-C-863 for the Allied Paper/Portage Creek/Kalamazoo River Superfund Site, dated March 30, 2010, Bates stamped KZ00248600-02.

36. Attached hereto as Exhibit 34 is a true and correct copy of the Administrative Settlement Agreement and Order On Consent for Removal Action, dated June 8, 2009, Bates stamped NCRKZOO0179243-302.

37. Attached hereto as Exhibit 35 is a true and correct copy of excerpts from the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, Plainwell No. 2 Dam Area Time-Critical Removal Action, Final Construction Completion Report, dated February 2011, Bates stamped KZ00424707-94. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 35.

38. Attached hereto as Exhibit 36 is a true and correct copy of a letter from Sam Borries to Steve Garbaciak, dated March 1, 2011, Bates stamped KZ00248596-99.

39. Attached hereto as Exhibit 37 is a true and correct copy of a letter from Alan J. Howard to Dr. Mark P. Brown, dated November 19, 2001, Bates stamped NCRKZOO0030453-54.

40. Attached hereto as Exhibit 38 is a true and correct copy of excerpts from the transcript of the deposition of Mark Brown, dated August 19, 2014. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 38.

41. Attached hereto as Exhibit 39 is a true and correct copy of excerpts from the Removal Action Summary, Willow Boulevard/A-Site OU, dated March 2000, Bates stamped

NCRKZOO0030054-452. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 39.

42. Attached hereto as Exhibit 40 is a true and correct copy of excerpts from the Remedial Investigation/Focused Feasibility Study, Willow Boulevard/A-Site Operable Unit, Vol. 1 of 4, dated November 2004, Bates stamped NCRKZOO0031811-2131. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 40.

43. Attached hereto as Exhibit 41 is a true and correct copy of excerpts from the Willow Boulevard/A-Site Landfill Operable Unit 2 Record of Decision, dated September 2006, Bates stamped NCRKZOO0035035-159. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 41.

44. Attached hereto as Exhibit 42 is a true and correct copy of the complaint filed in *United States v. Georgia Pacific LLC*, No. 1:09-cv-429 (W.D. Mich.), dated May 13, 2009.

45. Attached hereto as Exhibit 43 is a true and correct copy of the Consent Decree for the Design and Implementation of Certain Response Actions at Operable Unit 2 of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, dated May 18, 2009, Bates stamped NCRKZOO0177382-556.

46. Attached hereto as Exhibit 44 is a true and correct copy of excerpts from a letter from L. Chase Fortenberry to Michael Berkoff, dated September 18, 2014, enclosing the Willow Boulevard/A-Site Landfill Operable Unit 2 Completion of Remedial Action Report, dated September 2014, Bates-stamped NCRKZOO0433267-409. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 44.

47. Attached hereto as Exhibit 45 is a true and correct copy of GP's Complaint, filed in this action on December 3, 2010.

48. Attached hereto as Exhibit 46 is a true and correct copy of GP's First Amended Complaint, filed in this action on June 24, 2011.

49. Attached hereto as Exhibit 47 is a true and correct copy of the Administrative Settlement Agreement and Order on Consent for Remedial Investigation/Feasibility Study filed in *Hobart Corp. v. Waste Mgmt. of Ohio, Inc.*, Nos. 13-3273, 13-3276, Dkt. No. 12-2 (S.D. Ohio).

50. Attached hereto as Exhibit 48 is a true and correct copy of excerpts from the transcript of the deposition of Robert M. Zoch, Jr., PE, dated February 26, 2015. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 48.

51. Attached hereto as Exhibit 49 is a true and correct copy of excerpts from the transcript of the deposition of Paul Montney, dated August 6, 2014. Should the Court request it, the Moving Defendants will provide a full and complete copy of Exhibit 49.

52. Attached hereto as Exhibit 50 is a true and correct copy of the Transcript of NCR's Motion to Compel Supplemental Interrogatory Responses from Plaintiff Georgia-Pacific, dated October 8, 2014.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 15, 2015.

  
Rebecca Rettig  
*Counsel for NCR Corporation*

CRAVATH, SWAINE & MOORE LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
Phone: (212) 474-1000  
Fax: (212) 474-3700  
rrettig@cravath.com

**CERTIFICATE OF SERVICE**

I hereby certify that on March 15, 2015, I electronically filed the Declaration of Rebecca Rettig in Support of the Joint Motion for Summary Judgment of Defendants NCR Corporation and International Paper Company using the ECF system, which will send notification of such filing by operation of the Court's electronic systems. Parties may access this filing via the Court's electronic system.

/s/ David R. Marriott  
*Counsel for NCR Corporation*